

JUL 16 '08

9-46 AM

SURFACE TRANSPORTATION BOARD



July 15, 2008

Ms. Anne K. Quinlan, Esq.  
Surface Transportation Board  
Office of Proceedings  
395 E Street, SW  
Washington, DC 20423-0001

Dear Ms. Quinlan:

Please find attached one (1) original of the Memorandum of Railroad Equipment Lease Agreement dated as of July 15, 2008 between the following parties:

Lessee: CEMEX MEXICO SA de CV  
Ave. Constitution 444 Pte.  
Monterrey N.L., Mexico 64000

Lessor: The David J. Joseph Company  
300 Pike Street  
Cincinnati, OH 45202

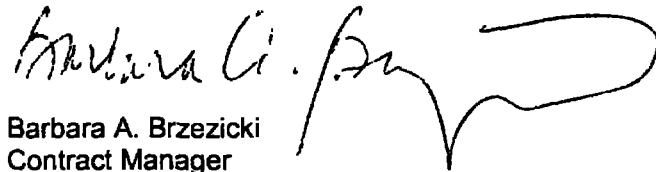
Please see Exhibit A for the equipment, (179) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Railroad Equipment Lease Agreement dated as of July 15, 2008 related to one hundred seventy-nine (179) railcars bearing reporting marks: DJLX 97800-97999, sporadic restencilling to CEMX 97800-97999, sporadic.

Please file this agreement as a primary document. The filing fee in amount of \$35.00 can be charged to our account. Please return a stamped original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6082.

Sincerely,

  
Barbara A. Brzezicki  
Contract Manager

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**MEMORANDUM OF  
RAILROAD EQUIPMENT LEASE AGREEMENT      SURFACE TRANSPORTATION BOARD**

This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE** ("Memorandum of Lease") entered into this 15<sup>th</sup> day of July, 2008, is intended to evidence the lease dated as of May 20, 2008 (the "Lease"), between **THE DAVID J. JOSEPH COMPANY**, a Delaware corporation ("Lessor"), and **CEMEX MEXICO, SA de CV**, a Mexico corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the one hundred seventy-nine (179) railcars described in Exhibit A attached hereto (the "Units") Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

**IN WITNESS WHEREOF**, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature

**THE DAVID J. JOSEPH COMPANY**

By: Kelly C Poellein

Name: Kelly C Poellein

Title: VP Finance, Brokerage

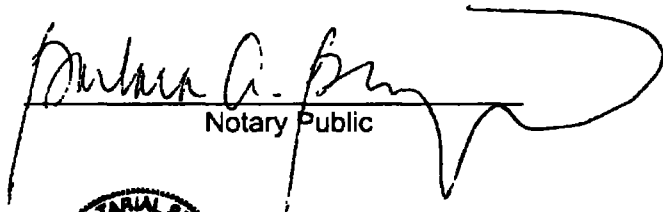
Date: July 15, 2008

STATE OF OHIO            )  
                                  )  
COUNTY OF HAMILTON )    SS:

The foregoing instrument was acknowledged before me this 15<sup>th</sup> day of July, 2008, by Kelly C Poellein, the Vice President Finance, Brokerage of The David J. Joseph Company, a Delaware corporation, on behalf of the corporation.

My Commission expires:

2-20-11

  
Notary Public



BARBARA A. BRZEZICKI  
Notary Public, State of Ohio  
My Commission Expires 02-20-11

## EXHIBIT A

To the Memorandum of Lease dated July 15, 2008, between The David J. Joseph Company and CEMEX MEXICO, SA de CV.

### DESCRIPTION OF UNITS

One hundred seventy-nine (179), railcars which shall be restencilled to the new reporting marks as follows:

OLD #	NEW #	OLD #	NEW #	OLD #	NEW #	OLD #	NEW #
DJLX 97800	CEMX 97800	DJLX 97847	CEMX 97847	DJLX 97899	CEMX 97899	DJLX 97950	CEMX 97950
DJLX 97801	CEMX 97801	DJLX 97848	CEMX 97848	DJLX 97900	CEMX 97900	DJLX 97951	CEMX 97951
DJLX 97802	CEMX 97802	DJLX 97849	CEMX 97849	DJLX 97902	CEMX 97902	DJLX 97952	CEMX 97952
DJLX 97803	CEMX 97803	DJLX 97850	CEMX 97850	DJLX 97903	CEMX 97903	DJLX 97953	CEMX 97953
DJLX 97804	CEMX 97804	DJLX 97851	CEMX 97851	DJLX 97904	CEMX 97904	DJLX 97954	CEMX 97954
DJLX 97805	CEMX 97805	DJLX 97852	CEMX 97852	DJLX 97905	CEMX 97905	DJLX 97955	CEMX 97955
DJLX 97806	CEMX 97806	DJLX 97853	CEMX 97853	DJLX 97906	CEMX 97906	DJLX 97956	CEMX 97956
DJLX 97807	CEMX 97807	DJLX 97854	CEMX 97854	DJLX 97908	CEMX 97908	DJLX 97957	CEMX 97957
DJLX 97808	CEMX 97808	DJLX 97855	CEMX 97855	DJLX 97909	CEMX 97909	DJLX 97958	CEMX 97958
DJLX 97809	CEMX 97809	DJLX 97856	CEMX 97856	DJLX 97910	CEMX 97910	DJLX 97960	CEMX 97960
DJLX 97810	CEMX 97810	DJLX 97857	CEMX 97857	DJLX 97912	CEMX 97912	DJLX 97961	CEMX 97961
DJLX 97811	CEMX 97811	DJLX 97858	CEMX 97858	DJLX 97913	CEMX 97913	DJLX 97962	CEMX 97962
DJLX 97812	CEMX 97812	DJLX 97860	CEMX 97860	DJLX 97914	CEMX 97914	DJLX 97963	CEMX 97963
DJLX 97813	CEMX 97813	DJLX 97861	CEMX 97861	DJLX 97915	CEMX 97915	DJLX 97964	CEMX 97964
DJLX 97814	CEMX 97814	DJLX 97862	CEMX 97862	DJLX 97916	CEMX 97916	DJLX 97965	CEMX 97965
DJLX 97815	CEMX 97815	DJLX 97863	CEMX 97863	DJLX 97917	CEMX 97917	DJLX 97966	CEMX 97966
DJLX 97816	CEMX 97816	DJLX 97866	CEMX 97866	DJLX 97918	CEMX 97918	DJLX 97967	CEMX 97967
DJLX 97818	CEMX 97818	DJLX 97867	CEMX 97867	DJLX 97919	CEMX 97919	DJLX 97968	CEMX 97968
DJLX 97819	CEMX 97819	DJLX 97868	CEMX 97868	DJLX 97920	CEMX 97920	DJLX 97970	CEMX 97970
DJLX 97820	CEMX 97820	DJLX 97869	CEMX 97869	DJLX 97921	CEMX 97921	DJLX 97972	CEMX 97972
DJLX 97821	CEMX 97821	DJLX 97870	CEMX 97870	DJLX 97922	CEMX 97922	DJLX 97973	CEMX 97973
DJLX 97822	CEMX 97822	DJLX 97871	CEMX 97871	DJLX 97923	CEMX 97923	DJLX 97974	CEMX 97974
DJLX 97823	CEMX 97823	DJLX 97872	CEMX 97872	DJLX 97924	CEMX 97924	DJLX 97975	CEMX 97975
DJLX 97824	CEMX 97824	DJLX 97874	CEMX 97874	DJLX 97925	CEMX 97925	DJLX 97976	CEMX 97976
DJLX 97825	CEMX 97825	DJLX 97875	CEMX 97875	DJLX 97926	CEMX 97926	DJLX 97977	CEMX 97977
DJLX 97826	CEMX 97826	DJLX 97876	CEMX 97876	DJLX 97927	CEMX 97927	DJLX 97978	CEMX 97978
DJLX 97827	CEMX 97827	DJLX 97877	CEMX 97877	DJLX 97928	CEMX 97928	DJLX 97979	CEMX 97979
DJLX 97828	CEMX 97828	DJLX 97879	CEMX 97879	DJLX 97929	CEMX 97929	DJLX 97980	CEMX 97980
DJLX 97829	CEMX 97829	DJLX 97881	CEMX 97881	DJLX 97931	CEMX 97931	DJLX 97981	CEMX 97981
DJLX 97830	CEMX 97830	DJLX 97882	CEMX 97882	DJLX 97932	CEMX 97932	DJLX 97982	CEMX 97982
DJLX 97831	CEMX 97831	DJLX 97883	CEMX 97883	DJLX 97933	CEMX 97933	DJLX 97985	CEMX 97985
DJLX 97832	CEMX 97832	DJLX 97884	CEMX 97884	DJLX 97934	CEMX 97934	DJLX 97986	CEMX 97986
DJLX 97833	CEMX 97833	DJLX 97885	CEMX 97885	DJLX 97937	CEMX 97937	DJLX 97987	CEMX 97987
DJLX 97834	CEMX 97834	DJLX 97887	CEMX 97887	DJLX 97938	CEMX 97938	DJLX 97988	CEMX 97988
DJLX 97835	CEMX 97835	DJLX 97888	CEMX 97888	DJLX 97939	CEMX 97939	DJLX 97990	CEMX 97990
DJLX 97836	CEMX 97836	DJLX 97889	CEMX 97889	DJLX 97940	CEMX 97940	DJLX 97991	CEMX 97991
DJLX 97837	CEMX 97837	DJLX 97890	CEMX 97890	DJLX 97941	CEMX 97941	DJLX 97992	CEMX 97992
DJLX 97838	CEMX 97838	DJLX 97891	CEMX 97891	DJLX 97942	CEMX 97942	DJLX 97993	CEMX 97993
DJLX 97839	CEMX 97839	DJLX 97892	CEMX 97892	DJLX 97943	CEMX 97943	DJLX 97994	CEMX 97994
DJLX 97840	CEMX 97840	DJLX 97893	CEMX 97893	DJLX 97944	CEMX 97944	DJLX 97995	CEMX 97995
DJLX 97841	CEMX 97841	DJLX 97894	CEMX 97894	DJLX 97945	CEMX 97945	DJLX 97996	CEMX 97996
DJLX 97842	CEMX 97842	DJLX 97895	CEMX 97895	DJLX 97946	CEMX 97946	DJLX 97997	CEMX 97997
DJLX 97844	CEMX 97844	DJLX 97896	CEMX 97896	DJLX 97947	CEMX 97947	DJLX 97998	CEMX 97998
DJLX 97845	CEMX 97845	DJLX 97897	CEMX 97897	DJLX 97948	CEMX 97948	DJLX 97999	CEMX 97999
DJLX 97846	CEMX 97846	DJLX 97898	CEMX 97898	DJLX 97949	CEMX 97949		